

February 17, 2023

AHL/CS/1983/2023

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Dear Sir,

Subject: Notice of Extraordinary General Meeting

Enclosed please find a copy of the Notice of Extraordinary general meeting to be held on Monday, March 13, 2023, for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,



For Atlas Honda Limited,

Maheen
Maheen Fatima
Company Secretary

Atlas Honda Limited

Karachi Plant: F-36, Estate Avenue, S.I.T.E., Karachi. **UAN :** 111-111-245, **Ph:** (92-21) 32575561-65, 32555561-5 **Fax:** (92-21) 32563758
Sheikhupura Plant: 26-27 Km, Lahore-Sheikhupura Road, Sheikhupura. **Ph:** (92-56) 3406501-08, 3406007-8, 3406016 **Fax:** (92-56) 3406009
Lahore Office: 01 Mcleod Road Lahore-5400. **UAN:** (92-42)111-111-245, **Ph:** (92-42) 37225015-17, 37233515-17 **Fax:**(92-42) 37351119
Faisalabad Office: 1st Floor, Meezan Executive Tower, 4 - Liaquat Road, Faisalabad. **Ph:** (92-41) 2541011-15 **Fax:**(92-41) 2541017
Multan Office: Azmat Wasti Road, Multan. **UAN :** (92-61) 111-112-411 **Ph:** (92-61) 4571989, 4540054, 4570431-4 **Fax:** (92-61) 4541690
Islamabad Office: Islamabad Corporate Center Plot # 784/785 Gohlra Road Islamabad. **Ph:** (92-51)5495921-7 **Fax:** (92-51)5495928
Hyderabad Office: Dawood Center 2nd Floor Auto Bahan Road, Latifabad, Hyderabad. **Ph:** (92-22) 3411361-9 **Fax:**(92-22) 3411370
Rahimyar Khan Office: Makhdoom Altaf Road, West Sadiq Canal Bank, Near City School, Rahim Yar Khan. **Ph:** (068) 5883415-19, 5888418-20 **Fax:**(068) 5883414



Notice is hereby given that Extraordinary General Meeting (EOGM) of the members of **Atlas Honda Limited** ("the Company") will be held on Monday, March 13, 2023 at 11:00 a.m. at Avari Hotel, Mall Road Lahore to transact the following businesses:

1. To confirm the minutes of the 58th Annual General Meeting held on June 24, 2022.
2. To elect 8 (Eight) Directors of the Company as fixed by the Board for next term of 3 (three) years commencing from March 14, 2023, in accordance with the provisions of the Section 159 of the Companies Act, 2017. The names of retiring Directors are as under and are eligible for re-election:

- | | |
|----------------------------|--------------------------------|
| i. Mr. Aamir H. Shirazi | ii. Mr. Abid Naqvi |
| iii. Mr. Sanaullah Qureshi | iv. Ms. Mashmooma Zehra Majeed |
| v. Mr. Masanori Kito | vi. Mr. Kazushi Yamanaka |
| vii. Mr. Shunsuke Miyazaki | viii. Mr. Saquib H. Shirazi |

3. To transact any other business with the permission of the Chair.

By Order of the Board

Maheen
Maheen Fatima
Company Secretary



Karachi: February 17, 2023

NOTES:

1. BOOK CLOSURE

The share transfer books of the Company will remain closed from March 6, 2023 to March 13, 2023 (both days inclusive). Transfers received in order by our Share Registrar namely M/s Hameed Majeed Associates (Private) Limited, H.M House, 7-Bank Square, Shahrah-e-Quaid-e-Azam, Lahore, Pakistan by the close of business on March 5, 2023 will be considered in time to attend and vote at the meeting.

2. VIDEO CONFERENCE FACILITY

If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 (ten) days prior to date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. The Company will intimate members regarding venue of video conference facility at least 5 (five) days before the date of the EOGM along with complete information necessary to enable them to access such facility.

I/We, _____ of _____, being a member of Atlas Honda Limited, holder of _____ ordinary share(s) as per Registered Folio/CDC Account No. _____ hereby opt for video conference facility at _____.

Signature of Member

Atlas Honda Limited

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3. POSTAL BALLOT

Pursuant to Companies (Postal Ballot) Regulations 2018, read with sections 143-145 of the Companies Act 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or electronic mode, in accordance with the requirement and procedure contained in the aforesaid sections.

4. PARTICIPATION IN EXTRA ORDINARY GENERAL MEETING (EOGM)

All shareholders entitled to attend, speak and vote at this EOGM shall be entitled to appoint another shareholder, as a proxy to attend and vote on his / her behalf. A corporate entity, being shareholder, may appoint any person, regardless whether they are a shareholder or not, as its proxy. In case of corporate entities, a resolution of the board of directors / power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity shall be submitted to the Company along with a completed proxy form.

The instrument appointing proxy must be received at the Registered Office or Share Registrar of the Company not less than 48 hours before the time of the meeting. For the convenience of the shareholders, a Proxy Application Form is dispatched along with the Notice of EOGM.

CDC account holders will further have to follow the under mentioned guidelines as laid down by the SECP :

A. For Attending the Meeting:

- (i) In case of individuals, the account holder or sub-account holder and / or the person, whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate identity by his/her original valid CNIC or the original passport at the above mentioned email address at 48 hours before the EOGM.
- (ii) In case of corporate entity, the board of directors' resolution/power of attorney with specimen signature of the nominee shall be shared on the above mentioned email address at least 48 hours before the EOGM (unless it has been provided earlier)

B. For Appointing Proxies:

- (i) In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration detail is uploaded as per the regulations, shall submit proxy form as per the above requirement
- (ii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form
- (iii) The proxy shall produce original valid CNIC or original passport at the above mentioned email address at least 48 hours before the meeting
- (iv) In case of corporate entity, the board of directors' resolution / power of attorney with specimen signature shall be submitted on the email address mentioned above at least 48 hours before the meeting (unless it has been provide earlier) along with proxy form to the Company

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- (v) Proxy form will be witnessed by two persons whose names, addresses and valid CNIC numbers shall be mentioned on the form

5. STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

ELECTION OF DIRECTORS

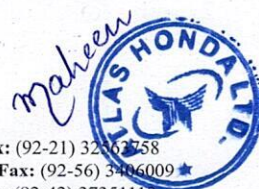
The term of the office of the present Board of the Company will expire on March 13, 2023. In terms of Section 153(1) of the Companies Act, 2017 the Board has fixed the number of Directors at 8 (eight) through a resolution passed in the meeting of the Board held on January 25, 2023, to be elected in the EOGM of the Company for a period of next 3 (three) years. Any person who seeks to contest election to the office of Director shall, whether he/she is a retiring Director or otherwise, file with the Company following documents at the registered office of the Company / Shares Registrar, not later than (14) fourteen days before the date of the EOGM:

- a. a notice of his/her intention to offer himself/herself for the election of Directors under section 159(3) of the Companies Act, 2017;
- b. Consent to act as a Director in Form 28 under section 167 of the Companies Act, 2017;
- c. Signed declaration to the effect that he/she is aware of duties and powers of Directors under the Companies Act 2017, Memorandum and Articles of Association of the Company, Rule Book of Pakistan, Stock Exchange Limited, the Listed Companies (Code of Corporate Governance) Regulations 2019 and other relevant Laws and regulations;
- d. Signed declaration that he/she is compliant with requirements and eligibility / qualification criteria as set out in the Companies Act 2017, Listed Companies (Code of Corporate Governance) Regulations, 2019 and other relevant laws and regulations for appointment as Director/Independent Director of a Listed Company;
- e. Detailed profile along with his/her office address for placement on the Company's website;
- f. Detail of directorship offices held;
- g. Copy of Valid CNIC (incase of Pakistan National) / Passport (incase of Foreign National) and NTN & Folio no./ CDC investor Account No./CDC Sub Account no. (applicable for person filling consent for the first time);
- h. Independent Director(s) shall meet the criteria laid down in Section 166(2) of the Companies Act, 2017, and the Companies (Manner and Selection of Independent Directors) Regulation 2018 and his/her name is included in the databank of Independent directors maintained by Pakistan Institute of Corporate Governance(PICG) duly authorized by the Securities & Exchange Commission of Pakistan, accordingly the following additional documents are to be submitted by the candidates intending to consent election of Directors as an Independent Director:
 - Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019;

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- Undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulation 2018.

The final list of contesting Directors will be circulated not later than 7 (seven) days before the date of the EOGM, in terms of section 159(4). Further, the website of the Company will also be updated with the required information.



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The Company Secretary,
Atlas Honda Limited,
1-Mcload Road,
Lahore-54000.

PROXY FORM

I/We _____ of _____
being member (s) of Atlas Honda Limited and holder(s) of _____
Ordinary Shares as per:
Register Folio No. _____ and / or
CDC Participant I.D. No. _____ and Sub Account
No. _____
hereby appoint _____ of _____ or failing
him / her _____ of _____ as my/our
Proxy to attend, act and vote for me/us and on my/our behalf at the Extra Ordinary
General Meeting (EOGM) of the Company to be held at the Avari Hotel, Mall Road,
Lahore, on Monday, March 13, 2023 at 11:00 a.m. and at any adjournment thereof.
Signed this _____ day of _____ 2023.

WITNESSES 1:

Name: _____

Signature: _____

CNIC / Passport: _____

Address: _____

WITNESSES 2:

Name: _____

Signature: _____

CNIC / Passport: _____

Address: _____

Affix
Revenue Stamp

Signature

Important Notes:

- This Proxy Form, duly completed, must be deposited at the Company's Registered Office, not less than forty-eight (48) hours before EOGM.
- CDC shareholders and their proxies are each requested to attach and attested photocopy of their valid Computerized National Identity Card (CNIC) or Passport with this proxy form before submission to the Company.

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